

Action by written consent.

Subject: Action by written consent.
From: Ellen Riotto <ellen@southpark.la>
Date: 10/12/18, 2:22 PM
To: Daniel Taban <daniel@jadeent.com>
CC: Robin Bieker <robin@biekerco.com>

Hi Daniel,

I've been thinking through the next steps we discussed regarding a board vote on a spending limit for TIs, and due to Brown Act criteria, a Special Meeting by conference call is going to be challenging – every board member will need to post a notice at the location where they plan to call-in 24 hours in advance of the conference call, and allow any member of the public to join them if they wish. Instead, I propose we take "action by written consent" which is spelled out in Article VIII Section 12 of by-laws:

Section 12: Action by Written Consent without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all

members of the Board shall individually or collectively consent in writing to such action.

Such written consent or consents shall be submitted by fax, mail or e-mail, and shall be

filed with the minutes of the proceedings of the Board. Such action by written consent shall

have the same force and effect as the unanimous vote of such Directors. For purposes of

this Section only, "all members of the Board" does not include any "interested Directors" as

defined in Section 5233 of the Code.

Let's see how far we get with Howard CDM after our call on Monday, then try to finalize a Not To Exceed number by EOD Monday. Then I propose Executive Committee and I make phone calls to individual Board members, get their buy-in, then ask them to submit an email (which I will draft).

Thoughts?

Thanks,

Action by written consent.

Ellen

Ellen Riotto

Executive Director

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—Attachments:

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1.4 kB